

FGE

1625 K Street N.W. • Suite 700 • Washington District of Columbia 20006-1601

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Telex 89 2670

Law Department
202 659 3528

RECORDATION NO. *5743-B*
Filed 1/25

June 10, 1983

JUN 10 1983 4:00 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2303 - Recordation
Washington, D.C. 20423

ATTN: Mrs. Mildred Lee

Re: Fruit Growers Express Company Equipment Trust
of 1970, Series RR, Supplemental Agreement
The Riggs National Bank of Washington, Trustee

Dear Mrs. Lee:

Enclosed for filing and recording under Section 20(c) of the Interstate Commerce Act are original executed counterparts of Supplemental Agreements to the above-captioned equipment trust covering replacements for cars destroyed:

<u>Equipment Trust</u>	<u>Recordation No.</u>	<u>Date of Supplement</u>
1970, Series RR	5743	May 13, 1983

Upon recordation, please return confirmation of the above, showing appropriate data.

Thank you for your assistance in this matter.

Sincerely,

Aggie Smith

Aggie Smith
Legal Assistant

Enclosures

C. D. Smith
Janice K. Smith

3-161 A029

No. *10*
Date *10.00*
File *10.00*
100 Washington, D.C.

5743-B
REGISTRATION NO. 7100 1475

JUN 10 1983 12 02 PM

INTERSTATE COMMERCE COMMISSION

**FRUIT GROWERS EXPRESS COMPANY
EQUIPMENT TRUST OF 1970**

SERIES RR

Supplemental Agreement

Dated as of May 13, 1983

THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., *Trustee*

with

FRUIT GROWERS EXPRESS COMPANY

SUPPLEMENTAL AGREEMENT, dated as of the 13th day of May, 1983, between THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., a national banking association organized and existing under the laws of the United States of America, Trustee (hereinafter called the Trustee), and FRUIT GROWERS EXPRESS COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Company),

WITNESSETH:

WHEREAS, the Trustee and the Company entered into a certain Agreement dated as of June 12, 1970, whereunder the Company agreed to sell and deliver to the Trustee 988 railroad refrigerator cars, and as of the same date also entered into a certain Lease whereunder the Trustee let and leased the aforesaid refrigerator cars, described in the Leasing Clause, to the Company, said agreement and Lease constituting Fruit Growers Express Company Equipment Trust of 1970, Series RR, and

WHEREAS, by Supplemental Agreement dated as of May 14, 1976, a record was made of additional cars delivered to the Trustee and redelivered to the Company in replacement of cars previously destroyed, and

WHEREAS, refrigerator cars RBN96867, 96965, 96685, 97353, SCL96526, 96786, NW96917, 96935, 96944, 97213, 97226, 97293, 96836, 97216, previously delivered to the Trustee under said Trust have been destroyed, and the Express Company has sold and delivered to the Trustee in replacement thereof eight railroad refrigerator cars of equal or greater aggregate value and of as good material, character and construction as the refrigerator cars so destroyed, and

WHEREAS, the Trustee has redelivered said refrigerator cars to the Company and the Company has accepted the same, and it is desired to supplement the record of said Lease by adding thereto a description of said replacement cars,

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

FIRST. The Trustee has let and leased and by these presents doth let and lease to the Company for the term, for the rent and upon the terms and conditions and covenants set forth in said Lease the following railroad equipment:

8 Class "A", 51-ft. 70-ton all-steel, insulated bunkerless refrigerator cars, Association of American Railroads Mechanical Designation "RBL", built in 1974, bearing letters and road numbers RBNX 99757, 99758, 99688, 99689, 99690, 99691, 99692, 99693.

SECOND. The recitals herein are made by the Express Company and not by the Trustee.

THIRD. This Supplemental Agreement shall not be construed as in any way amending said Agreement and Lease together constituting Fruit Growers Express Company Equipment Trust of 1970, Series RR, and said Agreement and Lease shall remain and be in full force and effect in accordance with their terms.

FOURTH. The Express Company hereby constitutes and appoints C.N. Taylor, its President, to be its Attorney to execute and acknowledge this instrument in its name and as and for its corporate act and deed.

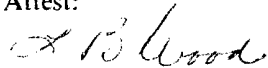
IN WITNESS WHEREOF, THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., Trustee, and FRUIT GROWERS EXPRESS COMPANY, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested by their respective officers thereunto duly authorized as of the day and year first above written.

THE RIGGS NATIONAL BANK
OF WASHINGTON, D.C.,
Trustee,

By


Sr. Vice President

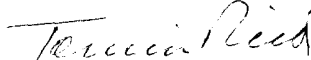
Attest:



CORPORATE Trust Officer

In the presence of:

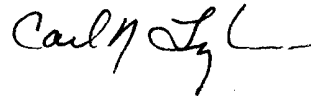
(Seal)




Witnesses

FRUIT GROWERS EXPRESS COMPANY

By



President

(Seal)

Attest:


Secretary

In the presence of:

Celestine Chapman
Janice Smith

Witnesses.

DISTRICT OF COLUMBIA }
 CITY OF WASHINGTON } ss.:

On the 8th day of June, 1983, before me personally came M. J. AQUILINO, to me known, who, being by me duly sworn, did depose and say that he resides at 508 Scott Drive, Silver Spring, Md. 20904, that he is a Vice President of THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

My Commission Expires December 14, 1987

Notary Public.

Stephen W. Chen

(Notarial Seal)

DISTRICT OF COLUMBIA, }
CITY OF WASHINGTON, } ss.:

On the 8th day of June, 1983, before me personally came C.N. Taylor, to me known, who being by me duly sworn, did depose and say that he resides at 1140 23rd St., N.W., Washington, D.C.; that he is President of FRUIT GROWERS EXPRESS COMPANY, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; and that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.


Notary Public

My Commission Expires March 14, 1988

Interstate Commerce Commission
Washington, D.C. 20423

6/10/83

OFFICE OF THE SECRETARY

Aggie Smith
Legal Assist.

FGE
1625 K. St. Suite 700
Washington, D.C. 20006-1601

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/10/83 at 12:00pm, and assigned recordation number(s). 5743-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)